

PROPOSED BYLAW AMENDMENTS

The following proposed bylaw amendments recommended by the board of directors shall be submitted to a vote of the members at the 2021 Annual Meeting.

PROPOSITION A

Shall the Bylaws of Barton County Electric Cooperative be Amended to make the quorum requirement for meetings of the members equal to the requirement of Missouri Statutes, which is two percent of the first 2000 members and one percent of the remaining members?

PURPOSE

The purpose of the proposed bylaw amendment is to make the cooperative bylaws consistent with Missouri Statutes with respect to quorum requirements.

FULL TEXT OF PROPOSED AMENDMENT

ARTICLE III – MEETING OF MEMBERS

Section 4: Quorum

Five Two percent (~~5~~ 2%) of the first 2,000 members and ~~two~~ one percent (~~2-1~~ %) of the remaining members, ~~present in person~~, shall constitute a quorum for the transaction of business at all meetings of the members. For purposes of this requirement, the quorum count shall include members present in person and members participating in alternative voting methods provided in Section 5. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.

PROPOSITION B

Shall the Bylaws of Barton County Electric Cooperative be Amended to allow for more alternatives to in-person voting, and to count those members voting by alternative means toward the establishment of a quorum?

PURPOSE

The purpose of the proposed bylaw amendment is to provide for greater flexibility in conducting meetings of the members and encouraging greater member participation in elections, consistent with the lessons learned through the COVID-19 pandemic response.

FULL TEXT OF PROPOSED AMENDMENT

ARTICLE III – MEETING OF MEMBERS

Section 5: Voting

Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon ~~in person~~ except as otherwise provided by law, the articles of incorporation or these bylaws. ~~Any matters to be voted on (including the election of directors) may be voted at any time by the members after registration, but before adjournment.~~ In addition to voting in person, voting may also be carried out by use of a mail ballot, absentee ballot, or electronic ballot, or any combination thereof, under procedures established by resolution of the Board of Directors and disclosed concurrently with the notice of any meeting of members at which mail, absentee, or electronic voting shall be allowed.

Section 6: Order of Business

The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meetings:

- ~~1. Report on the number of members present in person in order to determine the existence of a quorum.~~ Report on the establishment of a quorum.

2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of the previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, trustees and committees.
5. Election of board members.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE IV - BOARD MEMBERS

Section 2: Election and Tenure of Office

Each member of the board shall serve for a term of three years and until his successor is elected and qualified. At each annual meeting three members of the board shall be elected to serve for said term. The election of members of the board shall be by secret ballot. The ballots shall be prepared at the direction of the board and shall contain the names of those nominated for director by petition filed 25 days before the meeting. If an election of board members shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing board members within a reasonable time thereafter. Board members may be elected by a plurality vote of the members voting at such election. ~~Ballots~~ Votes for election of members of the board may be ~~submitted~~ cast by ~~mail~~ the methods and under the procedures established by the Board of Directors and announced with the notice of annual meeting of members.